

Restoration Hardware Holdings Inc  
Form 4  
December 24, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ALBERINI CARLOS

(Last) (First) (Middle)

C/O RESTORATION HARDWARE  
HOLDINGS, INC., 15 KOCH  
ROAD, SUITE J

(Street)

CORTE MADERA, CA 94925

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Restoration Hardware Holdings Inc  
[RH]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/22/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |                   | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount            | (A) or (D) Price                                                                              |                                                          |                                                       |
| Common Stock                    | 12/22/2014                           |                                                    | S                              |                                                                   | 6,230 <u>(1)</u>  | D \$ 95.65 <u>(2)</u> <u>(3)</u>                                                              | 355,211                                                  | D                                                     |
| Common Stock                    | 12/22/2014                           |                                                    | S                              |                                                                   | 770 <u>(1)</u>    | D \$ 96.47 <u>(4)</u>                                                                         | 354,441                                                  | D                                                     |
| Common Stock                    | 12/22/2014                           |                                                    | S                              |                                                                   | 11,570 <u>(1)</u> | D \$ 95.65 <u>(3)</u>                                                                         | 239,844                                                  | I                                                     |
|                                 |                                      |                                                    |                                |                                                                   |                   |                                                                                               |                                                          | By Trust <u>(7)</u>                                   |

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|              |            |   |              |   |                    |         |   |                 |
|--------------|------------|---|--------------|---|--------------------|---------|---|-----------------|
| Common Stock | 12/22/2014 | S | 1,430<br>(1) | D | \$<br>96.47<br>(4) | 238,414 | I | By Trust<br>(7) |
| Common Stock | 12/23/2014 | S | 3,049<br>(1) | D | \$<br>96.66<br>(5) | 351,392 | D |                 |
| Common Stock | 12/23/2014 | S | 3,951<br>(1) | D | \$<br>97.12<br>(6) | 347,441 | D |                 |
| Common Stock | 12/23/2014 | S | 5,662<br>(1) | D | \$<br>96.66<br>(5) | 232,752 | I | By Trust<br>(7) |
| Common Stock | 12/23/2014 | S | 7,338<br>(1) | D | \$<br>97.12<br>(6) | 225,414 | I | By Trust<br>(7) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                         |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships                    |
|-------------------------------------------------------------------------------------|----------------------------------|
|                                                                                     | Director 10% Owner Officer Other |
| ALBERINI CARLOS<br>C/O RESTORATION HARDWARE HOLDINGS, INC.<br>15 KOCH ROAD, SUITE J | X                                |

CORTE MADERA, CA 94925

## Signatures

/s/ Edward T. Lee as

Attorney-In-Fact

12/24/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

All of the transactions reported on this form were executed pursuant to a Rule 10b5-1 plan (the "Plan") under the Securities Exchange Act of 1934, as amended. The Plan was entered into by Carlos Alberini, in his individual capacity and on behalf of the Carlos E. Alberini

- (1) Family Trust, on October 7, 2014, following the termination of the reporting person's previous Rule 10b5-1 plan in accordance with its terms. Under the Plan, the reporting person will be able to sell up to 386,791 shares of common stock beginning December 22, 2014, and ending no later than October 21, 2015.

The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full

- (2) information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3) through (6) to this Form 4.
- (3) This transaction was executed in multiple trades ranging from \$95.08 to \$96.07. The price reported above reflects the weighted average sale price.
- (4) This transaction was executed in multiple trades ranging from \$96.17 to \$97.09. The price reported above reflects the weighted average sale price.
- (5) This transaction was executed in multiple trades ranging from \$95.94 to \$96.94. The price reported above reflects the weighted average sale price.
- (6) This transaction was executed in multiple trades ranging from \$96.95 to \$97.43. The price reported above reflects the weighted average sale price.
- (7) By Carlos E. Alberini, as trustee of the Carlos E. Alberini Family Trust, dated November 1, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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